

## **Officers**

Vickie Porter, President  
514 Hillpine Drive  
Simpsonville, SC 29681

Rebecca Stringer, Vice-President  
405 Hunting Hill Circle  
Greer, SC 29650

Beverly Brady, Secretary  
4001 Pennington Road  
Greer, SC 29651

Cheryl Gill, Treasurer  
349 Mountain Summit Road  
Travelers Rest, SC 29690

## **Board of Directors**

Vickie Porter  
514 Hillpine Drive  
Simpsonville, SC 29681

Beverly Brady  
4001 Pennington Road  
Greer, SC 29651

William "Buddy" Wehlitz  
106 Woody Creek Road  
Greer, SC 29650

Tim van den Meiracker  
191 Coster Road  
Travelers Rest, SC 29690

David Stringer  
405 Hunting Hill Circle  
Greer, SC 29650

## **Biographies**

### **Vickie Porter**

Managing Partner - President

Ms. Porter, 34, has served as Vice President of the Company since its inception in May 1997. In July, 2000 she was appointed President by the Board of Directors. She has over ten years experience in the telecommunication industry. Ms. Porter began her telecommunications career at Corporate Telemanagement Group, Inc. in 1991 where she helped to develop the information system that guided that business. Following LCI's acquisition of Corporate Telemanagement Group's Inc. in 1995 she was responsible for the successful facilities conversion of Corporate Telemanagement Group's switched customers to the LCI network. While at OSI she co-developed the billing/provisioning software the company still owns and uses today. During that time, she also served on the management team of Efficacy Group, Inc., a switchless provider of telecommunications services. Efficacy Group, Inc. merged with Access Point, Inc. in August 2000. She is a graduate of Bob Jones University.

### **Beverly Brady**

Managing Partner - Secretary

Ms. Brady, 34, has served as a Director of the Company since November 1997. She has over thirteen years experience in the information services industry, with six years of that being in the telecommunication industry. Ms. Brady began her telecommunications career at Corporate Telemanagement Group, Inc. in 1995 where she was responsible for due diligence, analysis and conversion of all acquired companies. LCI's acquired Corporate Telemanagement Group's Inc. in 1995, in 1997 she was named Manager of Greenville Operations and was responsible for the successful data conversion from Corporate Telemanagement Group's billing platform to LCI's billing platform. While as OSI she developed the order entry system the company still owns and uses today. She is a graduate of Clemson University.

**Rebecca Stringer**

Managing Partner - Vice President

Ms. Stringer has over fifteen years of experience in the telecommunications industry. She began her telecommunications career in 1980 at Tel/Man, Inc. Since that time she has also served in various capacities with Southernnet, Inc., Telecom USA, Inc., Corporate Telemanagement Group, Inc., LCI International, Efficacy Group, Inc. and Access Point, Inc. Ms. Stringer's hands-on customer service and operations experience allow her to offer an invaluable perspective to operations issues. At Telecom USA Ms. Stringer served as Manager of Private Line Billing and then in 1990 as Director of Customer Service for Corporate Telemanagement Group. In 1998 she took the position as Vice President of Operations at Efficacy Group, Inc., and subsequently Access Point, Inc. She also participated on the conversion teams for nine separate telecommunication company acquisitions.

**Cheryl Gill**

Managing Partner - Treasurer

Ms. Gill, 55, has more than twenty years business experience, specializing in finance, consulting, personnel and management operations. Most recently she served as Controller for Efficacy Group, Inc., a switchless provider of telecommunication services, from the time of its inception in April 1997 through its merger with Access Point, Inc. She left Access Point, Inc. in May 2001. From May 1984 to September 1985 Ms. Gill was employed as a Management Engineer with SunHealth, Inc., an engineering and management consulting company for the health care industry. From September 1985 to February 1993 Ms. Gill served as Business Manager for a five doctor family practice group located in Greer, SC. From March of 1993 to December of 1996, as a licensed Realtor, she expanded her management background to include sales experience as well. Prior to joining Efficacy Group, Inc., Ms. Gill was employed as Controller by Snyders Auto Sales in Greenville, SC. Ms. Gill received her Bachelor of Science degree from the University of Missouri at Rolla and her Masters Degree in Business Administration from Virginia Tech.

**William "Buddy" Wehlitz**

Board of Director Member

Mr. Wehlitz, 46, has more than twenty four years in management information systems. From 1977 to 1989 Mr. Wehlitz served as manager for Research and Development for Enterprise Computer Systems, building supply software providers to the residential construction industry. From 1989 to 1995, he was employed as Vice President, Management Information Systems for Corporate Telemanagement Group (CTG), a Greenville, SC, based long distance reseller. Following LCI's acquisition of CTG, Mr. Wehlitz served as Director of MIS Operations. In May 1997, Mr. Wehlitz became President of Optimization Services, Inc. He held this position until July 2000, at which time he stepped down, but remained on the Board of Directors. Mr. Wehlitz received his Bachelor and Masters degrees in Business Administration from the University of Georgia.

**Tim van den Meiracker**

Board of Director Member

Mr. van den Meiracker, 37, has more than fourteen years experience working in the management information systems industry. From 1986 to 1989 Mr. van den Meiracker served as a Programmer/Analyst for Enterprise Computer Systems, the leading national provider of Building Supply software. In 1990, he was employed as a Programmer Analyst for Business Systems, Inc., a cable TV billing software provider. From 1990 to 1997, Mr. van den Meiracker served as Senior Manager for Network Computing for Corporate Telemanagement Group, Inc. In May 1997, he became Vice President of Optimization Services, Inc. Mr. van den Meiracker left his position at Optimization Services, Inc. in 2001 to pursue his Doctorate degree, but continues to serve on the Board of Directors. He is a graduate of the University of South Carolina at Spartanburg.

Optimation Services, Inc.  
Balance Sheet  
August 31, 2001

	ACTUAL
LIABILITIES AND EQUITY	
LIABILITIES	
CURRENT LIABILITIES	
Accrued Expenses - Other	<u>310.00</u>
TOTAL CURRENT LIABILITIES	310.00
LONG TERM LIABILITIES	
	<u>-</u>
TOTAL LONG TERM LIABILITIES	-
TOTAL LIABILITIES	310.00
STOCKHOLDERS EQUITY	
Common Stock	94,990.00
Founder Stock	2,300.00
Treasury Stock	(700.00)
Retained Earnings	(13,335.65)
Net Profit	<u>(419.54)</u>
TOTAL STOCKHOLDERS EQUITY	<u>82,834.81</u>
TOTAL LIABILITIES & EQUITY	<u><u>83,144.81</u></u>

See accompanying notes to financial statements.

Optimation Services, Inc.  
Balance Sheet  
August 31, 2001

	ACTUAL
ASSETS	
CURRENT ASSETS	
Cash in Bank-Operating	2,967.99
Cash in Bank-Investment	<u>80,000.00</u>
TOTAL CURRENT ASSETS	82,967.99
LONG TERM ASSETS	
Computer Equipment	14,416.00
Accum. Depr. Computer Equipment	(14,416.00)
Furniture & Fixtures	-
Accum. Depr. F & F	-
Leasehold Improvements	2,900.00
Accum. Depr. Leasehold Improvement	(2,900.00)
Software Purchased	18,517.43
Accum. Amort. Software Purchased	<u>(18,467.61)</u>
TOTAL LONG TERM ASSETS	49.82
OTHER ASSETS	
Non Current Deferred Tax	<u>127.00</u>
TOTAL OTHER ASSETS	127.00
TOTAL ASSETS	<u><u>83,144.81</u></u>

See accompanying notes to financial statements.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 30, 2001

6189-860-3

HAYNSWORTH SINKLER BOYD  
ATTN: ELLEN L. SWANN  
75 BEATTLE PL FL 11  
GREENVILLE, SC 29601-2130

RE OPTIMATION SERVICES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD



Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

OCT 30 2001

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 10-30-01  
License Fee \$  
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$  
Approved: \$100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Optimation Services, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: South Carolina

(b) Date of Incorporation: 5/5/97

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:  
(If none, so state)

121 Interstate Blvd., Ste. 2A,

Greenville, SC 29615

NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT Corporation System

First Name

Middle Name

Last Name

Registered Office c/o CT Corporation System, 208 S. LaSalle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

SC, NC and GA

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President				
Secretary				
Director	SEE ATTACHED			
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Provider of software and related services to the telecommunications industry and to long distance resellers necessary to activate, maintain and bill long distance resale customers.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		None	2,000,000	690,000

9. Paid-in Capital: \$ 111,600.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year:

\$ 15,000.00

(b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois:

\$ 0

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 100,000.00

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 15,000.00

11. Interrogatories: (Important - this section must be completed.)

\*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 121 Interstate Blv.

(b) Number of shares of all classes owned by residents of Illinois: 0

(c) Number of shares of all classes owned by non-residents of Illinois: 0

(d) Is the corporation transacting business in this state at this time? no

(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 9-12, 2001  
(Month & Day) (Year)  
attested by Beverly Brady  
(Signature of Secretary or Assistant Secretary)  
Beverly Brady  
(Type or Print Name and Title)

Optimation Services, Inc.  
(Exact Name of Corporation)  
Vickie Porter  
(Signature of President or Vice President)  
by Vickie Porter  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).